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Attorneys for BOKF, NA, as First Lien Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
MPM Silicones, LLC, <u>et al.</u> ¹	: Case No. 14-22503

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*Attorneys for Wilmington Trust, National
Association, as 1.5 Lien Trustee*

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Juniper Bond Holdings I LLC (9631), Juniper Bond Holdings II LLC (9692), Juniper Bond Holdings III LLC (9765), Juniper Bond Holdings IV LLC (9836), Momentive Performance Materials China SPV Inc. (8469), Momentive Performance Materials Holdings Inc. (8246), Momentive Performance Materials Inc. (8297), Momentive Performance Materials Quartz, Inc. (9929), Momentive Performance Materials South America

Debtors.	:	(RDD)
	:	(Jointly Administered)
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MOMENTIVE PERFORMANCE MATERIALS INC., MOMENTIVE PERFORMANCE MATERIALS WORLDWIDE INC., MOMENTIVE PERFORMANCE MATERIALS USA INC., JUNIPER BOND HOLDINGS I LLC, JUNIPER BOND HOLDINGS II LLC, JUNIPER BOND HOLDINGS III LLC, JUNIPER BOND HOLDINGS IV LLC, MOMENTIVE PERFORMANCE MATERIALS QUARTZ, INC., MPM SILICONES, LLC, MOMENTIVE PERFORMANCE MATERIALS SOUTH AMERICA INC., MOMENTIVE PERFORMANCE MATERIALS CHINA SPV INC.	:	Adversary Proceeding No. 14-08227 (RDD)
	:	
Plaintiffs/Counterclaim-Defendants,	:	
	:	
v.	:	
	:	
BOKF, N.A., solely as Trustee for the MPM Escrow LLC and MPM Finance Escrow Corp. 8.875% First Priority Senior Secured Notes due 2020,	:	
	:	
Defendant/Counterclaim-Plaintiff.	:	
	:	
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MOMENTIVE PERFORMANCE MATERIALS INC., MOMENTIVE PERFORMANCE MATERIALS WORLDWIDE INC., MOMENTIVE PERFORMANCE MATERIALS USA INC., JUNIPER BOND HOLDINGS I LLC, JUNIPER BOND HOLDINGS II LLC, JUNIPER BOND HOLDINGS III LLC, JUNIPER BOND	:	Adversary Proceeding No. 14-08228 (RDD)
	:	

Inc. (4895), Momentive Performance Materials USA Inc. (8388), Momentive Performance Materials Worldwide Inc (8357), and MPM Silicones, LLC (5481).

HOLDINGS IV LLC, MOMENTIVE
 PERFORMANCE MATERIALS QUARTZ, INC.,
 MPM SILICONES, LLC, MOMENTIVE
 PERFORMANCE MATERIALS SOUTH
 AMERICA INC., MOMENTIVE
 PERFORMANCE MATERIALS CHINA SPV
 INC.

Plaintiffs,

v.

WILMINGTON TRUST, N.A., solely as Trustee
 for the Momentive Performance Materials Inc.
 10% Senior Secured Notes due 2020,

Defendant.

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**DESIGNATION OF RECORD BY APPELLANTS
 THE FIRST LIEN AND 1.5 LIEN TRUSTEES
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8006**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, the First Lien Trustee and the 1.5 Lien Trustee (collectively, the “**Appellants**” or “**Trustees**”), by and through their undersigned counsel, hereby designate the issues and record presented on appeal to the United States District Court for the Southern District of New York from this Court’s (1) Corrected and Modified Bench Ruling Signed on 9/9/2014 on Confirmation of Debtors’ Joint Chapter Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 979] (the “Bench Ruling”) and (2) Findings of Fact, Conclusions of Law and Order (I) Confirming Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors; and (II) Adjudicating Certain Adversary Proceedings [Docket No. 1001] (the “Confirmation Order”) entered in the above-referenced chapter 11.

Statements of Issues Presented on Appeal

A. Did the bankruptcy court err in confirming the Debtors' plan of reorganization and ruling against the Trustees on the issues decided against them as set forth in the Bench Ruling and the Confirmation Order?

B. Did the bankruptcy court err in determining that the treatment of the holders of the First Lien Notes² and 1.5 Lien Notes in the Debtors' plan of reorganization satisfied the requirements of the Bankruptcy Code?

C. Did the bankruptcy court err in holding that market factors should not be taken into account when determining the interest rate for replacement notes being issued to dissenting secured creditors under 11 U.S.C. § 1129(b), even when the debtor has access to an efficient lending market?

D. Did the bankruptcy court err by determining (i) that the treasury rate was an appropriate base rate for establishing the interest rate for replacement notes being issued to dissenting secured creditors under 11 U.S.C. § 1129(b) and (ii) that an appropriate add-on risk premium for such notes should fall in the range of 1-3%?

E. Did the bankruptcy court err in determining that the Debtors are not obligated to pay the "Applicable Premium" to the holders of the First Lien Notes and the 1.5 Lien Notes under the terms of the First Lien Indenture and the 1.5 Lien Indenture (collectively, the "Indentures") and Paragraph 5 of both the First Lien Notes and the 1.5 Lien Notes (collectively, the "Notes")?

² Capitalized terms used but not defined herein shall have the meaning given to them in the Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 943].

F. Did the bankruptcy court err in determining that the Appellants' claims for damages for breach of the Notes and Indentures and for breach of the rule of perfect tender in time under New York law were claims for unmatured interest, which are disallowed by the Bankruptcy Code?

G. Did the bankruptcy court err in determining that the Appellants were not entitled to secured claims equal to the Applicable Premium (*i.e.*, the "make-whole" amount) under the Indentures?

H. Did the bankruptcy court err in determining the Indentures were not securities contracts under Section 741 of the Bankruptcy Code?

I. Did the bankruptcy court err in determining that rescission of acceleration in accordance with an indenture is not a "liquidation" under Section 555 of the Bankruptcy Code?

J. Did the bankruptcy court err in determining that the automatic stay imposed by Section 362 of the Bankruptcy Code precluded the Appellants from rescinding the acceleration that was caused by the Debtors' chapter 11 petitions?

K. Did the bankruptcy court err in refusing to grant the Appellants relief from the automatic stay imposed by Section 362 of the Bankruptcy Code so that they could serve notices of rescission of acceleration?

Designation of Items to Be Included in the Record on Appeal

A. Documents Filed in Case No. 14-22503

1. Declaration of William Q. Derrough in Support of Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363(c), 363(d), 364(c), 364(d), 364(e) and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014: (I) Authorizing Debtors to Obtain Postpetition Financing; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Adequate Protection to Prepetition Secured Lenders; and

(IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 2002, 4001 and 9014 [Docket No. 13]

2. Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 16]
3. Final Order Signed on 5/23/2014 (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to use Cash Collateral and (III) Granting Adequate Protection to Prepetition Secured Lenders [Docket No. 243]
4. Objection of Wilmington Trust, National Association, as Indenture Trustee, to Adequacy of the Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization [Docket No. 378]
5. Supplement to the Objection of Wilmington Trust, National Association, as Indenture Trustee, to Adequacy of the Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization [Docket No. 432]
6. Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 463]
7. Declaration of Geoffrey J. Lewis in Support of Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 464]
8. Joinder of the Bank of New York Mellon Trust Company, N.A., in Its Capacity as First Lien Trustee, to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 467]
9. Order Signed on 6/23/2014 Approving Disclosure Statement [Docket No. 508]
10. Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 515]
11. Disclosure Statement for Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 516]
12. Declaration of Marrien Neilson in Support of Joinder to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief from the

Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 524]

13. Transcript Regarding Hearing Held on June 19, 2014 [Docket No. 615]
14. Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 640]
15. Memorandum of Law in Support of Answer and Affirmative Defenses of the Debtors to Plaintiff's Complaint for Declaratory Judgment [Docket No. 641]
16. Stipulated Protective Order Governing the Production of Confidential Materials [Docket No. 678]
17. Order Signed on 7/18/2014 Authorizing the Debtors to (A) Enter into a Bridge Facility Commitment Letter and Related Commitment Documents, (B) Enter into an Engagement Letter Related to a Second Lien Notes Offering, and (C) Pay Fees, Costs and Expenses in Connection Therewith [Docket No. 702]
18. Notice of Filing of Plan Supplement Relating to Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 707]
19. Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan [Docket No. 729]
20. Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 730]
21. Declaration of Geoffrey J. Lewis in Support of Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 731]
22. Declaration of Mary P. Campbell in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan [Docket No. 742]
23. Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 772]
24. Reply of Wilmington Trust, National Association to (I) Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions, (II) Apollo Global

Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders' Joinder in Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 773]

25. BOKF, NA's Memorandum of Law in Support of Its Objection to the Debtors' Proposed Joint Chapter 11 Plan of Reorganization and Plan Confirmation with Respect to the Applicable Premium [Docket No. 774]
26. Declaration of Dan C. Kozusko in Support of Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 775]
27. Joinder of the Official Committee of Unsecured Creditors to the Debtors' Opposition to the Protective Motion of Wilmington Trust, National Association, as Indenture Trustee (I) for Relief From the Automatic Stay to Permit Rescission of Acceleration or, Alternatively, (II) for Adequate Protection [Docket No. 776]
28. Declaration of Mauricio A. España in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Proposed Joint Chapter 11 Plan with Respect to the Applicable Premium [Docket No. 779]
29. Joinder of Apollo Global Management LLC and Certain of Its Affiliated Funds to Debtors' Memorandum of Law in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 780]
30. Declaration of Peter Walsh on Behalf of Kurtzman Carson Consultants LLC Regarding Voting and Tabulation of Ballots Accepting and Rejecting Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 789]
31. Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) and Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 809]
32. Joinder of BOKF, NA, in Its Capacity as First Lien Trustee, to the Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in

Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 810]

33. Omnibus Reply of Apollo Global Management, LLC and Certain of Its Affiliated Funds to Objections to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and in Support of Apollo's Positions in the Adversary Proceedings [Docket No. 812]
34. Cramdown Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 813]
35. Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 814]
36. Reply of Ad Hoc Committee of Second Lien Noteholders to (I) Objection of BOKF NA, as First Lien Successor Trustee, to Debtors' Joint Chapter 11 Plan and (II) Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors' Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 816]
37. Declaration of Matthew A. Feldman in Support of the Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 818]
38. Declaration of William Q. Derrough in Support of the Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 819]
39. Objection of BOKF, NA, as First Lien Trustee, to the Debtors' Joint Chapter 11 Plan and Confirmation of the Plan with Respect to the Terms of the Replacement First Lien Notes [Docket No. 0820]
40. Joinder in Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 822]

41. Declaration of Mauricio A. Espana in Support of Objection of BOKF, NA, as First Lien Successor Trustee, to the Debtors' Joint Chapter 11 Plan and Confirmation of the Plan with Respect to the Terms of the Replacement First Lien Notes [Docket No. 823]
42. Declaration of William H. Carter, Chief Financial Officer of Momentive Performance Materials Inc., in Support of the Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 824]
43. Declaration of William Q. Derrough [Docket No. 850]
44. Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 857]
45. Debtors' Omnibus Reply to Cramdown Objections to the Debtors' Joint Chapter 11 Plan of Reorganization [Docket No. 867]
46. Debtors' Supplemental Memorandum of Law with Respect to Section 555 of the Bankruptcy Code (I) in Connection with Optional Redemption Adversary Proceedings and (II) in Opposition to: (A) 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; and (B) First Lien Trustee's Joinder to Motion [Docket No. 884]
47. Trustees' Supplemental Brief with Respect to the Inapplicability of the Automatic Stay [Docket No. 0885]
48. Memorandum re: The Application of the "Rule of Explicitness" to the Requirement that the First Lien Noteholders be Paid in Full in Cash [Docket No. 893]
49. Transcript Regarding Hearing Held on August 18, 2014 [Docket No. 899]
50. Transcript Regarding Hearing Held on August 19, 2014 [Docket No. 900]
51. Transcript Regarding Hearing Held on August 21, 2014 [Docket No. 906]
52. Stipulation Regarding Presentation of Documentary Evidence and Testimony Concerning Confidential Financing Terms at Confirmation Hearings [Docket No. 905]
53. Transcript Regarding Hearing Held on August 22, 2014 [Docket No. 907]
54. Transcript Regarding Hearing Held on August 25, 2014 [Docket No. 908]
55. Transcript Regarding Hearing Held on August 26, 2014 [Docket No. 961]

56. Motion of U.S. Bank National Association as Indenture Trustee (I) for a Stay Pending Appeal; (II) to Shorten Designation Period; and (III) to Expedite Transmittal of Record on Appeal to District Court [Docket No. 936]
57. Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors [Docket No. 943]
58. Debtors' Objection and Memorandum of Law (I) in Opposition to Motion of U.S. Bank, N.A. for an Order, Pursuant to Federal Rule of Bankruptcy Procedure 8005, Staying this Court's Confirmation Order Pending Appeal and (II) in Support of Waiving, Pursuant to Bankruptcy Rule 3020(e), the Automatic 14-Day Stay of this Court's Confirmation Order [Docket No. 958]
59. Notice of Filing of Exhibits to Debtors' Objection and Memorandum of Law (I) in Opposition to Motion of U.S. Bank, N.A. for an Order, Pursuant to Federal Rule of Bankruptcy Procedure 8005, Staying this Court's Confirmation Order Pending Appeal and (II) in Support of Waiving, Pursuant to Bankruptcy Rule 3020(e), the Automatic 14-Day Stay of this Court's Confirmation Order [Docket No. 959]
60. Joint Notice by BOKF, NA, in Its Capacity as First Lien Trustee, and Wilmington Trust, National Association, in Its Capacity as 1.5 Lien Trustee, of Intention to Move for a Stay or Other Appropriate Relief Pending Appeal if the Requisite First Lien and 1.5 Lien Noteholders' Motions Pursuant to Bankruptcy Rule 3018(a) are Denied [Docket No. 962]
61. Joinder of Apollo Global Management, LLC to Debtors Objection and Memorandum of Law (I) In Opposition to Motion of U.S. Bank, N.A. for an Order Pursuant to Federal Rule of Bankruptcy Procedure 8005, Staying this Court's Confirmation Order Pending Appeal and (II) In Support of Waiving, Pursuant to Bankruptcy Rule 3020(E), the Automatic 14-Day Stay of this Courts Confirmation Order [Docket No. 965]
62. Corrected and Modified Bench Ruling Signed on 9/9/2014 on Confirmation of Debtors' Joint Chapter Plan of Reorganization for Momentive Performance Materials Inc. and its Affiliated Debtors [Docket No. 979]
63. Transcript Regarding Hearing Held on September 9, 2014
64. Findings of Fact, Conclusions of Law and Order (I) Confirming Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors; and (II) Adjudicating Certain Adversary Proceedings [Docket No. 1001]
65. Notice of Appeal [Docket No. 1010]

B. Documents filed in Adversary Proceeding No. 14-08227

66. Adversary Complaint Against The Bank of New York Mellon Trust Company, N.A., Solely as Trustee for the MPM Escrow LLC and MPM Finance Escrow Corp. [Docket No. 1]
67. Answer, Affirmative Defenses and Counterclaims [Docket No. 021]
68. Debtors' Reply to Defendant's Counterclaims as to the Allegations Concerning "Counterclaims" [Docket No. 29]
69. Joinder of Apollo Global Management, LLC to Debtors' Reply to Defendant's Counterclaims [Docket No. 30]
70. Joinder of the Ad Hoc Committee of Second Lien Noteholders to the Debtors' Reply to Defendant's Counterclaims [Docket No. 33]
71. Apollo Global Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums are Due to the First Lien Noteholders or the 1.5 Lien Noteholders [Docket No. 35]
72. Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 37]
73. Omnibus Reply of Apollo Global Management, LLC and Certain of Its Affiliated Funds to Objections to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and In Support of Apollo's Positions in the Adversary Proceedings [Docket No. 47]
74. Joinder in Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 48]
75. Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 49]
76. Trustees' Supplemental Brief with Respect to the Inapplicability of the Automatic Stay [Docket No. 059]

C. Documents filed in Adversary Proceeding No. 14-08228

77. Adversary Complaint Against Wilmington Trust, N.A., solely as Trustee for the Momentive Performance Materials Inc. [Docket No. 001]
78. Answer, Affirmative Defenses, and Counterclaims of Wilmington Trust, National Association as Trustee [Docket No. 024]
79. Debtors' Reply to Defendant's Counterclaims as to the Allegations Concerning "Counterclaims" [Docket No. 033]
80. Joinder of Apollo Global Management, LLC to Debtors' Reply to Defendant's Counterclaims [Docket No. 034]
81. Joinder of the Ad Hoc Committee of Second Lien Noteholders to the Debtors' Reply to Defendant's Counterclaims [Docket No. 038]
82. Apollo Global Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums are Due to the First Lien Noteholders or the 1.5 Lien Noteholders [Docket No. 040]
83. Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 041]
84. Joinder in Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 042]
85. Declaration of Geoffrey J. Lewis in Support of the Reply of Wilmington Trust, National Association to (I) Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions, (II) Apollo Global Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders' Joinder in Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 051]
86. Reply of Wilmington Trust, National Association to (I) Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions, (II) Apollo Global Management, LLC and Certain of Its Affiliated Funds' Opening Brief in Support of a Determination that No Optional Redemption Premiums Are Due to the First Lien Noteholders or the 1.5 Lien Noteholders, and (III) Ad Hoc Committee of Second Lien Noteholders' Joinder in Debtors' Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 052]

87. Response of Wilmington Trust, National Association to: (1) Debtors' Memorandum of Law in Opposition to 1.5 Lien Trustee's Motion for Modification of the Automatic Stay to Decelerate the Notes or, Alternatively, for Adequate Protection; (2) Joinder of the Official Committee of Unsecured Creditors to the Debtor's Opposition; and (3) and Joinder of Apollo Global Management LLC to the Debtor's Opposition [Docket No. 057]
88. Omnibus Reply of Apollo Global Management, LLC and Certain of Its Affiliated Funds to Objections to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and in Support of Apollo's Positions in the Adversary Proceedings [Docket No. 058]
89. Joinder in Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 060]
90. Debtors' (I) Memorandum of Law in Support of Confirmation of Joint Chapter 11 Plan of Reorganization for Momentive Performance Materials Inc. and Its Affiliated Debtors and (II) Omnibus Reply to Objections with Respect to Plan and Related Adversary Proceedings [Docket No. 061]
91. Trustees' Supplemental Brief with Respect to the Inapplicability of the Automatic Stay [Docket No. 069]

D. Evidence Introduced at Confirmation Hearing

92. Declaration of Christopher J. Kearns dated August 13, 2014
93. Declaration of Edwin Kendall Hines, Jr. dated August 13, 2014
94. Declaration of Michiel C. McCarty dated August 13, 2014
95. Declaration of William Q. Derrough dated August 13, 2014
96. Declaration of William H. Carter dated August 14, 2014
97. Declaration of Eric Thaler dated August 14, 2014
98. Declaration of William Q. Derrough dated August 15, 2014
99. Declaration of Christopher J. Kearns dated August 15, 2014
100. Declaration of Neil A. Augustine dated August 15, 2014

101. Joint designations from the depositions of William Carter (dated June 4, 2014 and July 24, 2014), Peter Cholakakis (dated July 25, 2014), Edwin Kendall Hines (dated July 29, 2014), David Huntington (dated July 18, 2014), Zul Jamal (dated July 22, 2014), Michael Kaplan (dated July 25, 2014), Christopher Kearns (dated August 8, 2014), Michiel McCarty (dated July 28, 2014), David Sambur (dated July 21, 2014) submitted in connection with the Make-Whole Proceedings
102. Joint designations of depositions of William Carter (dated June 4, 2014 and July 24, 2014), Zul Jamal (dated July 22, 2014), Michael Kaplan (dated July 25, 2014), David Sambur (dated July 21, 2014) and Eric Thaler (dated July 25, 2014) submitted in connection with the Cramdown Proceedings
103. Documents admitted into evidence in connection with the Make-Whole and Cramdown Proceedings (DEX001-DEX002, DEX004-DEX006, DEX015, DEX017, DEX022, DEX036, DEX039, DEX044-DEX076, TTX001-TTX006, TTX008-TTX025, TTX027-TTX071, TTX079-TTX084, TTX087, TTX089-TTX091, TTX093, TTX096-TTX114, TTX116-TTX160)³

³ Certain of these documents were admitted into evidence subject to certain limitations set forth in the joint submissions made in advance of the Confirmation Hearing. Additionally, the following exhibits have been designated as "Confidential" or "Professionals' Eyes Only" in accordance with the Stipulation Regarding Presentation of Documentary Evidence and Testimony Concerning Confidential Financing Terms at Confirmation Hearings [Docket No. 905]: DEX044 through DEX045, DEX058, DEX061 through DEX076, TTX001 through TTX006, TTX008 through TTX014, TTX016 through TTX024, TTX028 through TTX029, TTX032 through TTX037, TTX039 through TTX040, TTX042 through TTX043, TTX046, TTX062, TTX101, TTX103 through TTX110, TTX112 through TTX114, TTX116 through TTX133, TTX136 through TTX144, TTX150 through TTX153 and TTX159.

Dated: September 15, 2014
New York, New York

Respectfully submitted,

DECHERT LLP

By: /s/ Michael J. Sage

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